

**UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

**KONINKLIJKE PHILIPS ELECTRONICS
N.V. and U.S. PHILIPS CORPORATION,**

Plaintiffs,

v.

**ENTERTAINMENT DISTRIBUTION
COMPANY (USA) LLC;
ENTERTAINMENT DISTRIBUTION
COMPANY; UNIVERSAL MUSIC
GROUP, INC.; UMG MANUFACTURING
& LOGISTICS, INC.; JAMES CAPARRO,
an individual; JORDAN COPLAND, an
individual; and John Does No. 1 through
100,**

Defendants.

Case No. 08-cv-4070 (SCR)

**DECLARATION OF CHRISTOPHER T. BLACKFORD IN SUPPORT OF
KONINKLIJKE PHILIPS ELECTRONICS N.V. AND U.S. PHILIPS CORPORATION'S
OPPOSITION TO UNIVERSAL MUSIC GROUP INC.'S MOTION TO DISMISS
PURSUANT TO FED. R. CIV. P. 12(b)(6)**

I, Samuel C. Bass, declare as follows:

1. I am an associate at the law firm of Finnegan, Henderson, Farabow, Garrett & Dunner, L.L.P. Unless otherwise specified, I have personal knowledge of all facts set forth in this Declaration, and I would and could testify competently thereto if called upon to do so.

2. Attached as Exhibit A is a true, correct, and authentic copy of a series of four (4) email exchanges between John Hornick of Finnegan, Henderson, Farabow, Garrett & Dunner L.L.P., counsel for Plaintiffs, and Ivan Kavrukov of Cooper & Dunham L.L.P., counsel for Defendants, occurring on: (1) May 14, 2008 at 3:27 PM, (2) May 14, 2008 at 4:26 PM, (3) May 14, 2008 at 5:29 PM, and (4) May 15, 2008 at 4:34 PM.

Pursuant to 28 U.S.C. § 1746, I certify under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed this 14th day of July, 2008 at Washington, District of Columbia.

/s/ Samuel C. Bass
Samuel C. Bass

CERTIFICATE OF SERVICE

I hereby certify that this document filed through the ECF system will be sent electronically to the registered participants as identified on the Notice of Electronic Filing (NEF).

/s/ Samuel C. Bass

Exhibit A

From: Ivan S. Kavrukov [IKAVRUKOV@COOPERDUNHAM.COM]
Sent: Thursday, May 15, 2008 4:34 PM
To: Hornick, John; Aileen Aurich
Cc: Spencer, Jennifer; Bass, Samuel; Kovalick, Vince; ~ 23A CONF RM; William E. Pelton; Tonia Sayour; Gregory Carbo
Subject: RE: Philips lawsuits re-filed in SDNY
Follow Up Flag: Follow up
Flag Status: Flagged

ear John,

We represent the following parties named in the SDNY complaints served April 30 after dismissal of the Texas actions, and will accept service on their behalf as of May 23 while reserving their rights to seek dismissal, including under Rule 2, F.R.Civ.P., and provided plaintiffs have agreed that the fact of accepting service does not evidence acquiescence or consent to jurisdiction and venue.

We have not been able to make contact David Silvon, who we understand is traveling, so we are not including him in the list below, but it is likely that we will represent him as well and that we will know that by the date we propose for accepting service.

In addition, we will accept service for Universal Music Group on the understanding that plaintiffs will amend or otherwise correct the complaint to refer to a legal entity.

1. Entertainment Distribution Company (USA) LLC
2. Entertainment Distribution Company
3. Universal Music Group (Inc.)
4. UMG Manufacturing & Logistics, Inc.
5. James Caparro
6. Jordan Copland

7. Advanced Duplication Services LLC
8. American Media International, Ltd.
9. The ComVest Group
10. Hal Leonard Corp.
11. Hudson Valley Capital Partners, Inc.
12. Inoveris LLC
13. Metatec International, Inc.
14. MTI Acquisition LLC
15. Zomax Incorporated
16. Arun Khurana
17. Jean Lagotte

18. Optical Experts Manufacturing, Inc.
19. Brilliance Audio
20. Raymond Zerrusen
21. Clifford Boyd

7/14/2008

Ivan Kavrukov
Cooper & Dunham LLP
185 Avenue of the Americas, 23rd Floor
New York, New York 10036
Direct tel. (212)278-0432
Direct Fax (212)391-7550
Mobile (917)945-0121

From: Hornick, John [mailto:John.Hornick@finnegan.com]
Sent: Wednesday, May 14, 2008 5:29 PM
To: Ivan S. Kavrukov; Aileen Aurich; Gregory Carbo
Cc: Spencer, Jennifer; Bass, Samuel; Kovalick, Vince
Subject: RE: Philips lawsuits re-filed in SDNY

Dear Ivan:

Thank you for your email. We look forward to hearing tomorrow whether you represent Mr. Caparro.

Regarding UMG, both the Texas Complaint and the SDNY Complaint state that "Defendant Universal Music Group ("UMG") is a corporation organized under the laws of Delaware with a principal place of business at 10 Universal City Plaza, Universal City, California." In the Texas case, your firm accepted service for UMG. The records of the Delaware Secretary of State show a Delaware corporation called Universal Music Group, Inc., incorporated 10/30/98, file no. 2961379. We assume that you represent that company for purposes of the Action. If you wish, we will file a stipulation under FRCP 21 to add "Inc." to UMG's company name.

As we stated in our 5/13/08 4:22pm and 5/14/08 3:27pm emails, if we do not hear from you by COB Thursday May 15, 2008 regarding acceptance of service, we must commence serving all of the Defendants named in the actions filed by Philips in the SDNY on April 30, 2008.

Regarding your suggestion that we talk about coordinating the cases, my time is very tight tomorrow, but I can talk Friday morning or late in the afternoon. Please let me know time what works for you.

Sincerely,

John

From: Ivan S. Kavrukov [mailto:IKAVRUKOV@COOPERDUNHAM.COM]
Sent: Wednesday, May 14, 2008 4:26 PM
To: Hornick, John; Aileen Aurich; Gregory Carbo
Cc: Spencer, Jennifer; Bass, Samuel; Kovalick, Vince
Subject: RE: Philips lawsuits re-filed in SDNY

Dear John,

We represent EDC LLC, EDC, UMGML, and Jordan Copland. I expect to know tomorrow if we also represent James Caparro. UMG is not a legal entity but an informal name by which some people refer to a group of companies; I assume that plaintiffs will dismiss it.

We expect to send you tomorrow a list of parties that we represent in all three new actions filed April 30.

I would like to speak with you tomorrow (May 15) about plaintiffs' views on possible coordination or consolidation of the four cases in NY. What times work for you?

Ivan Kavrukov
Cooper & Dunham LLP
1185 Avenue of the Americas, 23rd Floor
New York, New York 10036

7/14/2008

From: Hornick, John [mailto:John.Hornick@finnegan.com]
Sent: Wednesday, May 14, 2008 3:27 PM
To: Ivan S. Kavrukov; Aileen Aurich; Gregory Carbo
Cc: Spencer, Jennifer; Bass, Samuel; Kovalick, Vince
Subject: RE: Philips lawsuits re-filed in SDNY

Dear Ivan:

Further to our 5/5/08 9:39am and 5/13/08 4:22pm emails, we received the attached 5/14/08 Order from Judge Robinson regarding U.S. Philips Corp. v. Entertainment Distribution Co., No. 08 cv 4070 (SCR) ("the Action"). Note that the Order sets a Case Management Conference on July 25, 2008 at 10:00am.

The Order directs us to notify the Defendants immediately. We are aware that your firm represented Entertainment Distribution Company (USA) LLC ("EDC LLC"), Entertainment Distribution Company ("EDC"), Universal Music Group ("UMG"), and Universal Music Group Manufacturing & Logistics ("UMGML") in the case filed (and now dismissed) by Philips in the E.D. Texas, No. 08 cv 00042. We assume that your firm still represents EDC LLC, EDC, and UMG, and that your firm represents UMG Manufacturing & Logistics, Inc., who are named in the Action. Please confirm, so that we will know that we have fulfilled our obligation to notify such Defendants of Judge Robinson's 5/14/08 Order.

Please also let us know right away if your firm represents the other Defendants named in the Action, namely, James Caparro and Jordan Copland. If so, it is our view that – by this email – Philips has notified all of the Defendants in the Action. If you do not represent one or more of the Defendants named in the Action, please identify their counsel or contact information, if known.

As we stated in our 5/13/08 4:22pm email, if we do not hear from you by COB Thursday May 15, 2008 regarding the subject of our 5/5/08 9:39am and 5/13/08 4:22pm emails, we will commence serving all of the Defendants named in the actions filed by Philips in the SDNY on April 30, 2008.

Regarding the requirements of the 5/14/08 Order, we will send you a proposed Civil Case Discovery Plan and Scheduling Order and proposed joint letter, as well as a proposed Supplemental Scheduling Order, well in advance of the FRCP 26(f) deadline to meet and confer so that there will be sufficient time to meet and confer and prepare the documents that must be submitted to the Court. Any counsel representing any of the other Defendants in the Action can join in that process as they become known to us. We calculate that the parties' deadline to meet and confer under FRCP 26(f) is May 30, 2008.

Sincerely,

John

This e-mail message is intended only for individual(s) to whom it is addressed and may contain information that is privileged, confidential, proprietary, or otherwise exempt from disclosure under applicable law. If you believe you have received this message in error, please advise the sender by return e-mail and delete it from your mailbox. Thank you.

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